

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM318936

|                                      |  |   |                                     |
|--------------------------------------|--|---|-------------------------------------|
| <b>SUBMISSION TYPE:</b>              | NEW ASSIGNMENT                                     |   |                                     |
| <b>NATURE OF CONVEYANCE:</b>         | ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL |   |                                     |
| <b>SEQUENCE:</b>                     | 2  |   |                                     |
| <b>CONVEYING PARTY DATA</b>          |  |   |                                     |
| <b>Name</b>                          | <b>Formerly</b>                                    | <b>Execution Date</b>                   | <b>Entity Type</b>                  |
| International House of Pancakes, LLC |  | 09/30/2014                              | LIMITED LIABILITY COMPANY: DELAWARE |
| <b>RECEIVING PARTY DATA</b>          |  |   |                                     |
| <b>Name:</b>                         | IHOP SPV Guarantor LLC                             |   |                                     |
| <b>Street Address:</b>               | 450 North Brand Blvd.                              |   |                                     |
| <b>Internal Address:</b>             | 7th Floor  |   |                                     |
| <b>City:</b>                         | Glendale   |   |                                     |
| <b>State/Country:</b>                | CALIFORNIA   |   |                                     |
| <b>Postal Code:</b>                  | 91203-4415   |   |                                     |
| <b>Entity Type:</b>                  | LIMITED LIABILITY COMPANY: DELAWARE                |   |                                     |
| <b>PROPERTY NUMBERS Total: 44</b>    |  |   |                                     |
| <b>Property Type</b>                 | <b>Number</b>                                      | <b>Word Mark</b>                        |                                     |
| <b>Registration Number:</b>          | 3429404  | ANY TIME'S A GOOD TIME FOR IHOP         |                                     |
| <b>Registration Number:</b>          | 3923246  | CINN-A-STACK                            |                                     |
| <b>Registration Number:</b>          | 2846136  | COME HUNGRY. LEAVE HAPPY.               |                                     |
| <b>Registration Number:</b>          | 4025593  | CREATE-A-FACE PANCAKE                   |                                     |
| <b>Registration Number:</b>          | 4281618  |   |                                     |
| <b>Registration Number:</b>          | 2654144  | FUNNY FACE                              |                                     |
| <b>Registration Number:</b>          | 3526262  | HARVEST GRAIN 'N NUT                    |                                     |
| <b>Registration Number:</b>          | 4036294  | IHOP                                    |                                     |
| <b>Registration Number:</b>          | 3429405  | IHOP                                    |                                     |
| <b>Registration Number:</b>          | 3429406  | IHOP                                    |                                     |
| <b>Registration Number:</b>          | 2332311  | IHOP                                    |                                     |
| <b>Registration Number:</b>          | 4050866  | IHOP AT HOME                            |                                     |
| <b>Registration Number:</b>          | 3731730  | IHOP CAFE                               |                                     |
| <b>Registration Number:</b>          | 3771927  | IHOP EXPRESS                            |                                     |
| <b>Registration Number:</b>          | 3743560  | IHOP FOR ME                             |                                     |
| <b>Registration Number:</b>          | 4168136  | IHOP INTERNATIONAL HOUSE ROAST ORIGINAL |                                     |
| <b>Registration Number:</b>          | 3616420  | IHOP 'N GO                              |                                     |
| <b>TRADEMARK</b>                     |  |   |                                     |

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| Property Type        | Number   | Word Mark                                |
|----------------------|----------|--|
| Registration Number: | 3616421  | IHOP 'N GO CARRY OUT                     |
| Registration Number: | 3429408  | IHOP RESTAURANT                          |
| Registration Number: | 3433996  | IHOP RESTAURANT                          |
| Registration Number: | 3003423  | IHOP RESTAURANT                          |
| Registration Number: | 2942609  | IHOP RESTAURANT                          |
| Registration Number: | 4407990  | IHOP RESTAURANT EVERYTHING YOU ABOUT BRE |
| Registration Number: | 4407992  | IHOP RESTAURANT EVERYTHING YOU ABOUT BRE |
| Registration Number: | 4015959  | IHOP SPLASHERS                           |
| Registration Number: | 4036165  | IHOP U                                   |
| Registration Number: | 4036166  | IHOP U                                   |
| Registration Number: | 4393720  | IHOP. EL DESAYUNO COMO A TI TE GUSTA.    |
| Registration Number: | 4393443  | IHOP. EVERYTHING YOU LOVE ABOUT BREAKFAS |
| Registration Number: | 3514724  | INTERNATIONAL HOUSE OF PANCAKES          |
| Registration Number: | 3408102  | INTERNATIONAL HOUSE OF PANCAKES RESTAURA |
| Registration Number: | 3507059  | INTERNATIONAL HOUSE OF PANCAKES RESTAURA |
| Registration Number: | 4151113  | MAKE IT AN IHOP DAY.                     |
| Registration Number: | 3603073  | NEVER EMPTY COFFEE POT                   |
| Registration Number: | 4026923  | PANCAKE REVOLUTION                       |
| Registration Number: | 4111120  | PANCAKES TO THE PEOPLE                   |
| Registration Number: | 3526263  | ROOTY JR.                                |
| Registration Number: | 3433997  | ROOTY TOOTY FRESH 'N FRUITY              |
| Registration Number: | 3705677  | SERVICE AS GOOD AS OUR PANCAKES          |
| Registration Number: | 3822209  | SIP FLIP ENJOY                           |
| Registration Number: | 4281615  | UNCLE BOB'S CHICKEN NOODLE               |
| Serial Number:       | 86182989 | IHOP                                     |
| Serial Number:       | 85895018 | IHOP REWARDS                             |
| Serial Number:       | 86241800 | NATIONAL PANCAKE DAY                     |

#### CORRESPONDENCE DATA

Fax Number: 2149813400

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2149813483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 2001 Ross Avenue, Suite 3600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 51134-10130

NAME OF SUBMITTER: Dusan Clark

**TRADEMARK**

REEL: 005374 FRAME: 0203

|   |               |
|---|---------------|
| <b>SIGNATURE:</b>   | /Dusan Clark/ |
| <b>DATE SIGNED:</b>   | 10/03/2014    |
| <b>Total Attachments: 8</b><br>source=DIN - IHOP Ist Tier Assignment#page1.tif<br>source=DIN - IHOP Ist Tier Assignment#page2.tif<br>source=DIN - IHOP Ist Tier Assignment#page3.tif<br>source=DIN - IHOP Ist Tier Assignment#page4.tif<br>source=DIN - IHOP Ist Tier Assignment#page5.tif<br>source=DIN - IHOP Ist Tier Assignment#page6.tif<br>source=DIN - IHOP Ist Tier Assignment#page7.tif<br>source=DIN - IHOP Ist Tier Assignment#page8.tif |               |

## **TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT is made and entered into as of September 30, 2014, by and between International House of Pancakes, LLC, a Delaware limited liability company located at 450 North Brand Blvd., 7<sup>th</sup> Floor, Glendale, CA 91203.4415 ("Assignor"), and IHOP SPV Guarantor LLC, a Delaware limited liability company located at 450 North Brand Blvd., 7<sup>th</sup> Floor, Glendale, CA 91203.4415 ("Assignee") (collectively referred to as the "Parties").

WHEREAS, pursuant to the First-Tier IHOP Contribution Agreement between the Parties of even date herewith (the "Agreement"), Assignor has assigned all right, title and interest in and to the Contributed IP (as defined by reference therein) throughout the world, including any and all trademarks, service marks and registrations and applications for the same listed on the attached Schedule 1, and all goodwill connected with the use thereof or symbolized thereby (collectively referred to as the "Trademarks"); and

WHEREAS, pursuant to the Agreement, the Assignee has acquired all right, title and interest in and to the Contributed IP, including the Trademarks, and the Parties wish to record such acquisition in the United States Patent and Trademark Office; and

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

Capitalized terms used herein and not defined herein have the meanings set forth in the Agreement.

Pursuant to the Agreement, Assignor hereby (i) irrevocably contributes, transfers, grants, bargains, assigns, conveys and delivers to the Assignee, absolutely and not as collateral security, without recourse (except as explicitly provided in the Agreement), as a capital contribution to the Assignee; and (ii) vests in the Assignee all powers and rights of the Assignor under the Trademarks including to all proceeds therefrom and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation of any of the Trademarks occurring prior to the date hereof, and to collect all damages, settlements and proceeds relating to the Trademarks to have and to hold the same unto the Assignee and its successors and assigns forever, as of the Cut-Off Date.

Notwithstanding anything to the contrary contained herein, the Trademarks shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the contribution, assignment and/or conveyance of the Trademarks hereunder, including intent-to-use applications filed with the United States Patent and Trademark Office pursuant to 15 USC Section 1051(b) prior to the filing of a statement of use or amendment to allege use pursuant to 15 USC 1051(c), unless and until such time that the contribution, assignment and/or conveyance of the Trademarks hereunder will not cause such Trademark to be invalidated, cancelled, voided or abandoned.

This Trademark Assignment is subject to all the terms and conditions of the Agreement, which is incorporated by reference as if fully set forth herein. The Parties intend that

this Trademark Assignment is for recordation purposes only and its terms shall not modify and shall be subject to the applicable terms and conditions of the Agreement, which govern the Parties' rights and interests in the Contributed IP.


THIS TRADEMARK ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING WITHOUT LIMITATION SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK) WITHOUT REGARD TO ANY CHOICE OR CONFLICTS OF LAW PRINCIPLES THAT WOULD LEAD TO THE APPLICATION OF THE DOMESTIC SUBSTANTIVE LAWS OF ANY OTHER JURISDICTION, AND THE OBLIGATIONS, RIGHTS AND REMEDIES OF THE PARTIES HEREUNDER SHALL BE DETERMINED IN ACCORDANCE WITH SUCH LAWS OF THE STATE OF NEW YORK.

This Trademark Assignment may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute a single agreement.


*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has caused this TRADEMARK  
ASSIGNMENT to be duly executed and delivered as of the date first written above.

INTERNATIONAL HOUSE OF PANCAKES,LLC




By:   
Name: Thomas W. Emrey  
Title: Chief Financial Officer

IHOP SPV GUARANTOR LLC

By:   
Name: Thomas W. Emrey  
Title: Chief Financial Officer




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**Schedule 1  
Trademarks**

| Mark   | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status                   |
|--|-------|-------------------------|------------------------|--------------------------|
| ANY TIME'S A GOOD TIME<br>FOR IHOP   | 43    | 77105149<br>12-FEB-2007 | 3429404<br>20-MAY-2008 | Registered               |
| CINN-A-STACK   | 30 43 | 76659659<br>08-MAY-2006 | 3923246<br>22-FEB-2011 | Registered               |
| COME HUNGRY. LEAVE<br>HAPPY.   | 43    | 76472723<br>06-DEC-2002 | 2846136<br>25-MAY-2004 | Registered               |
| CREATE-A-FACE PANCAKE  | 30    | 85231692<br>01-FEB-2011 | 4025593<br>13-SEP-2011 | Registered               |
| <i>Design Only</i><br>               | 29 30 | 85494145<br>13-DEC-2011 | 4281618<br>29-JAN-2013 | Registered               |
| FUNNY FACE   | 30    | 76348339<br>11-DEC-2001 | 2654144<br>26-NOV-2002 | Registered               |
| HARVEST GRAIN 'N NUT   | 30    | 77105162<br>12-FEB-2007 | 3526262<br>04-NOV-2008 | Registered               |
| IHOP<br>Cross References: I HOP<br> | 43    | 86182989<br>03-FEB-2014 | N/A                    | Pending<br>Intent to Use |
| IHOP   | 29 30 | 85172920<br>09-NOV-2010 | 4036294<br>04-OCT-2011 | Registered               |
| IHOP<br>                            | 43    | 77105181<br>12-FEB-2007 | 3429405<br>20-MAY-2008 | Registered               |
| IHOP   | 43    | 77105192<br>12-FEB-2007 | 3429406<br>20-MAY-2008 | Registered               |

| Mark  | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|---|-------|-------------------------|------------------------|------------|
| IHOP<br>   | 42    | 75671342<br>31-MAR-1999 | 2332311<br>21-MAR-2000 | Registered |
| IHOP AT HOME  | 29 30 | 85231730<br>01-FEB-2011 | 4050866<br>01-NOV-2011 | Registered |
| IHOP CAFE<br><b>IHOP CAFÉ</b>   | 43    | 76691975<br>08-AUG-2008 | 3731730<br>29-DEC-2009 | Registered |
| IHOP EXPRESS  | 43    | 76691550<br>24-JUL-2008 | 3771927<br>06-APR-2010 | Registered |
| IHOP FOR ME   | 43    | 76698145<br>29-JUN-2009 | 3743560<br>02-FEB-2010 | Registered |
| IHOP INTERNATIONAL<br>HOUSE ROAST ORIGINAL<br> | 30    | 76693250<br>01-OCT-2008 | 4168136<br>03-JUL-2012 | Registered |
| IHOP 'N GO<br><b>IHOP 'N GO</b>   | 43    | 76677371<br>24-MAY-2007 | 3616420<br>05-MAY-2009 | Registered |
| IHOP 'N GO CARRY OUT<br>                       | 43    | 76677373<br>24-MAY-2007 | 3616421<br>05-MAY-2009 | Registered |
| IHOP RESTAURANT<br>                            | 43    | 77105379<br>12-FEB-2007 | 3429408<br>20-MAY-2008 | Registered |
| IHOP RESTAURANT   | 43    | 77105388                | 3433996                | Registered |



| Mark  | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status                   |
|---|-------|-------------------------|------------------------|--------------------------|
|    |       | 12-FEB-2007             | 27-MAY-2008            |                          |
| IHOP RESTAURANT<br>  | 30    | 76597196<br>14-JUN-2004 | 3003423<br>04-OCT-2005 | Registered               |
| IHOP RESTAURANT<br>  | 43    | 76479202<br>30-DEC-2002 | 2942609<br>19-APR-2005 | Registered               |
| IHOP RESTAURANT<br>EVERYTHING YOU LOVE<br>ABOUT BREAKFAST.<br> | 43    | 85630622<br>21-MAY-2012 | 4407990<br>24-SEP-2013 | Registered               |
| IHOP RESTAURANT<br>EVERYTHING YOU LOVE<br>ABOUT BREAKFAST.<br> | 43    | 85630658<br>21-MAY-2012 | 4407992<br>24-SEP-2013 | Registered               |
| IHOP REWARDS<br>   | 35    | 85895018<br>04-APR-2013 | N/A                    | Pending<br>Intent to Use |
| IHOP SPLASHERS  | 32    | 85231766<br>01-FEB-2011 | 4015959<br>23-AUG-2011 | Registered               |
| IHOP U  | 43    | 85119603<br>31-AUG-2010 | 4036165<br>04-OCT-2011 | Registered               |

| Mark   | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|--|-------|-------------------------|------------------------|------------|
| IHOP U<br><br>  | 43    | 85119625<br>31-AUG-2010 | 4036166<br>04-OCT-2011 | Registered |
| IHOP. EL DESAYUNO COMO A<br>TI TE GUSTA.<br><b>Translation:</b> I HOP<br>BREAKFAST THE WAY YOU<br>LIKE IT                                | 43    | 85667155<br>02-JUL-2012 | 4393720<br>27-AUG-2013 | Registered |
| IHOP. EVERYTHING YOU<br>LOVE ABOUT BREAKFAST.  | 43    | 85616822<br>04-MAY-2012 | 4393443<br>27-AUG-2013 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES   | 43    | 77105421<br>12-FEB-2007 | 3514724<br>14-OCT-2008 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES RESTAURANT<br><br> | 43    | 77113765<br>22-FEB-2007 | 3408102<br>08-APR-2008 | Registered |
| INTERNATIONAL HOUSE OF<br>PANCAKES RESTAURANT<br><br> | 43    | 77113785<br>22-FEB-2007 | 3507059<br>30-SEP-2008 | Registered |
| MAKE IT AN IHOP DAY.   | 43    | 85231810<br>01-FEB-2011 | 4151113<br>29-MAY-2012 | Registered |
| NATIONAL PANCAKE DAY   | 36    | 86241800<br>03-APR-2014 |                        | Pending    |
| NEVER EMPTY COFFEE POT   | 30    | 77105426<br>12-FEB-2007 | 3603073<br>07-APR-2009 | Registered |

| Mark                               | Class | App. No./<br>App. Date  | Reg. No./<br>Reg. Date | Status     |
|------------------------------------|-------|-------------------------|------------------------|------------|
| PANCAKE REVOLUTION                 | 35 43 | 85068916<br>22-JUN-2010 | 4026923<br>13-SEP-2011 | Registered |
| PANCAKES TO THE PEOPLE             | 43    | 85258692<br>04-MAR-2011 | 4111120<br>13-MAR-2012 | Registered |
| ROOTY JR.                          | 30    | 77105441<br>12-FEB-2007 | 3526263<br>04-NOV-2008 | Registered |
| ROOTY TOOTY FRESH 'N<br>FRUITY     | 30 43 | 77105431<br>12-FEB-2007 | 3433997<br>27-MAY-2008 | Registered |
| SERVICE AS GOOD AS OUR<br>PANCAKES | 43    | 76677372<br>24-MAY-2007 | 3705677<br>03-NOV-2009 | Registered |
| SIP FLIP ENJOY                     | 43    | 76692323<br>25-AUG-2008 | 3822209<br>20-JUL-2010 | Registered |
| UNCLE BOB'S CHICKEN<br>NOODLE      | 29    | 85494115<br>13-DEC-2011 | 4281615<br>29-JAN-2013 | Registered |